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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
	: :
LEHMAN BROTHERS HOLDINGS INC., et al.,	: Case No. 08-13555 (JMP)
	: :
Debtors.	: (Jointly Administered)
	: :
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**NOTICE OF AMENDED MOTION PURSUANT TO SECTIONS 105(a)
AND 502(b) OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULE 9019 FOR APPROVAL OF PROCEDURES FOR DETERMINING
THE ALLOWED AMOUNT OF CLAIMS FILED BASED ON STRUCTURED
SECURITIES ISSUED OR GUARANTEED BY LEHMAN BROTHERS HOLDINGS INC.**

PLEASE TAKE NOTICE that a hearing on the annexed motion (the “Motion”) of Lehman Brothers Holdings Inc. (“LBHI”), and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the “Debtors”) pursuant to sections 105(a) and 502(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for approval of procedures for determining the allowed amount of claims based on structured securities issued or guaranteed by LBHI for the purposes of voting and distributions under the Debtors’ chapter 11 plan, will be held before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One

Bowling Green, New York, New York 10004 (the “Bankruptcy Court”), on **July 20, 2011 at 10:00 a.m. (prevailing Eastern Time)** (the “Hearing”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion shall be in writing, shall conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court’s case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to Chambers), and shall be served upon: (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Weil, Gotshal & Manges LLP, 700 Louisiana Street, Suite 1600, Houston, Texas 77002, Attn: Alfredo R. Pérez, Esq., attorneys for the Debtors; (iii) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, New York, 10004, Attn: Tracy Hope Davis, Esq., Elisabetta G. Gasparini, Esq., and Andrea B. Schwartz, Esq.; (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Evan Fleck, Esq. and Dennis O’Donnell, Esq., attorneys to the official committee of unsecured creditors appointed in these cases, and (v) all parties who have requested notice in these chapter 11 cases, so as to be so filed and received by **no later than July 13, 2011 at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if an objection to the Motion is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: June 29, 2011
Houston, Texas

/s/ Alfredo R. Pérez
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502(b) OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULE 9019 FOR APPROVAL OF PROCEDURES FOR DETERMINING
THE ALLOWED AMOUNT OF CLAIMS FILED BASED ON STRUCTURED
SECURITIES ISSUED OR GUARANTEED BY LEHMAN BROTHERS HOLDINGS INC.**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. ("LBHI"), as debtor and debtor in possession
(together with its affiliated debtors in the above-referenced chapter 11 cases, the "Debtors" and,
collectively with their non-debtor affiliates, "Lehman"), files this motion, and respectfully
represents:

Preliminary Statement

1. LBHI is seeking to establish procedures to efficiently reconcile and
establish the allowed amount for the more than 21,000 proofs of claim listed on Exhibit A
annexed hereto (the "Structured Securities Claims") with aggregate claims of approximately \$55

billion¹ for the purposes of voting and distributions under the Plan (as defined below). The Structured Securities Claims are all based on structured securities issued or guaranteed by LBHI (the “Structured Securities”). Absent the implementation of the proposed procedures, the claims reconciliation and objection process for the Structured Securities Claims would be extraordinarily burdensome on the Debtors, the claimants and the Court. Moreover, approval of the proposed procedures is a central component of the settlement embodied in the Debtors’ Second Amended Joint Chapter 11 Plan filed concurrently herewith, and is a condition precedent to confirmation of such plan. Failure to file this Motion and to obtain timely approval thereof is also a termination event under certain Plan Support Agreements (defined below).

2. Prior to the Commencement Date, LBHI and various of its foreign affiliates issued approximately 5,000 securities with a notional amount of more than \$40 billion to thousands of investors around the globe. Many of these securities were complex structured notes which provide that the return to the investors at maturity and/or the payment of periodic interest is linked to the performance of an underlying asset or group of assets including, *inter alia*, global indices, single stocks, currencies, interest rates, and various credit derivative instruments and baskets thereof. Many of the Structured Securities issued by LBHI’s affiliates are guaranteed by LBHI.

3. Because the Structured Securities generally do not have indenture trustees, the responsibility for filing proofs of claim based on the Structured Securities falls to the record

¹ This amount includes claims included in these proofs of claims on grounds other than ownership of Structured Securities. The Motion is only seeking to establish the proposed allowed claim amount for the portion of the Structured Securities Claims that relate to Structured Securities. The Motion does not have any effect on the portions of the Structured Securities Claims that are based on claims other than Structured Securities.

holders and beneficial holders thereof. The Bar Date Order² provided an alternative set of bespoke claim filing procedures for claims based on a significant number of the Structured Securities. The procedures proposed herein are intended to ease the administration of the immense number of these complex claims while neither affecting nor modifying in any way the substantive rights of any claimant to dispute LBHI's proposed allowed claim amounts.

4. The Debtors and the Court have previously recognized the extraordinary nature of these cases and established omnibus procedures to enable the Debtors to cope with the magnitude of the Debtors' assets and liabilities and filed claims. For all of the reasons set forth herein, this Motion should be approved.

Jurisdiction

5. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C § 157(b). The statutory basis for the relief requested herein is section 363(b) of the Bankruptcy Code.

Background

6. Commencing on September 15, 2008 and periodically thereafter (as applicable, the "Commencement Date"), the Debtors commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). The Debtors are authorized to operate their businesses and manage their

² The Court's *Order Pursuant to Section 502(2)(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) Establishing the Deadline for Filing Proofs of Claim, Approving the Form and Manner of Notice Thereof and Approving the Proof of Claim Form* [Docket No. 4271] (the "Bar Date Order").

properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

7. On September 17, 2008, the United States Trustee for Region 2 (the “U.S. Trustee”) appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

8. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 (“SIPA”) with respect to Lehman Brothers Inc. (“LBI”). A trustee appointed under SIPA (the “SIPC Trustee”) is administering LBI’s estate.

9. On January 19, 2009, the U.S. Trustee appointed Anton R. Valukas as examiner in the above-captioned chapter 11 cases (the “Examiner”) and by order, dated January 20, 2009 [Docket No. 2583] the Court approved the U.S. Trustee’s appointment of the Examiner. The Examiner filed its report with the Court on March 11, 2010 [Docket No. 7531].

10. On June 29, 2011, the Debtors filed their Second Amended Joint Chapter 11 Plan [Docket No. 18124] (as amended or supplemented from time to time, the “Plan”) and the Disclosure Statement to the Debtors’ Second Amended Joint Chapter 11 Plan [Docket No. 18125] (as amended or supplemented from time to time, the “Proposed Disclosure Statement”).

11. Additional information regarding the Debtors’ businesses, capital structures, and the circumstances leading to the commencement of these chapter 11 cases is contained in the Affidavit of Ian T. Lowitt Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications, filed on September 15, 2008 [Docket No. 2]

Relief Requested

12. By this Motion, pursuant to sections 105(a) and 502(b) of the Bankruptcy Code and Bankruptcy Rule 9019, the Debtors seek approval of the Structured Securities Claim Determination Procedures (as defined below) for the determination of the allowed amount of Structured Securities Claims for the purposes of voting and distributions under the Plan. To the extent the Plan is not confirmed, the Proposed Allowed Claim Amounts may no longer have any effect and the Debtors reserve the right to object to the Structured Securities Claims on all grounds.

13. The Debtors are not seeking approval of the methodologies utilized to calculate the Proposed Allowed Claim Amounts (as defined below) in this Motion. However, in light of its centrality to the settlements embodied in the Plan, adoption of the Structured Securities Valuation Methodology (defined below) as the means of valuing the Structured Securities is a condition precedent to confirmation of the Plan.

The Structured Securities

14. Prior to the Commencement Date, in order to provide unique and customized investment opportunities to Lehman's clients, Lehman entities issued structured securities to investors around the globe. The Structured Securities include certain (i) structured notes issued by LBHI (the "LBHI Structured Notes");³ (ii) structured notes issued by Lehman Brothers Treasury Co., B.V. (the "LBT Notes"); (iii) certificates and warrants issued by Lehman

³ This Motion does not apply to the 56 securities actually issued by LBHI under the European Medium Term Note Program that are "Lehman Programs Securities." Pursuant to this Court's *Order Clarifying the Debtors' Supplemental Notice and the Bar Date Order with Respect to Claims Relating to Lehman Programs Securities Issued by LBHI* [Docket No. 11267] (the "LBHI Issued LPS Order"), LBHI will amend its Schedules of Liabilities to adjust the amount of its liabilities for such securities and to reflect that such liabilities are not contingent, unliquidated or disputed. Claims filed based on these 56 securities will be disregarded and LBHI will make distributions on account of such securities to the parties that hold the securities on the books and records of the relevant clearing agencies.

Brothers Securities N.V.; (iv) structured securities issued by Lehman Brothers (Luxembourg) Equity Finance S.A.; (v) certificates issued by Lehman Brothers Finance S.A.; and (vi) structured notes issued by Lehman Brothers Bankhaus AG. LBHI guaranteed the payments on many of the Structured Securities issued by its foreign affiliates. Many of the Structured Securities were issued as part of the European Medium Term Note Program, which predominantly provides that the return to investors at maturity and/or periodic interest payments is linked to the performance of an underlying asset or group of assets including, global indices, single stocks, currencies, interest rates, and various credit derivative instruments and baskets thereof. In some instances, the terms of the securities provide that the principal and/or interest payments due under such securities may be partially or wholly “protected.”

15. Typically, in chapter 11 cases, for widely held debt securities, one claim is filed by the indenture trustee on behalf of all holders of such securities. Individual security holders are not required to file claims. However, the Structured Securities are unique. In objections filed to the Debtor’s motion seeking the establishment of a bar date, various holders of Structured Securities noted that most of the Structured Securities do not have indenture trustees or any other party to file a global claim on behalf of all security holders. As a result, the Debtors included in the Bar Date Order an alternative set of bespoke claim filing procedures for claims based on a significant number of the Structured Securities which provided that claims could be filed by any party, including the record and beneficial holders of the Structured Securities. Such procedures were created pursuant to negotiations between the Debtors and all interested and willing parties. Wilmington Trust Company serves as indenture trustee for certain structured securities issued by LBHI, which securities are the subject of claim number 10082 filed by Wilmington Trust against LBHI. LBHI intends to negotiate the allowed claim amount for claim

number 10082 with Wilmington Trust Company and therefore claim 10082 is not subject to this Motion.

16. More than 21,000 claims were filed against the Debtors based on the Structured Securities in the aggregate in excess of \$55 billion.⁴ Based on the Debtors review of filed claims, it appears that claimants had a difficult time determining the claim amount based on such securities. Claims were filed in various currencies asserting claims for the notional amount, the face amount, the number of units and/or unliquidated amounts. The valuation methodologies utilized by the claimants, to the extent they were provided, appear to have varied widely. Such confusion is understandable considering the idiosyncratic nature and characteristics of these securities. As a result, the review and reconciliation of each of the Structured Securities Claims has been a laborious and time consuming task. The relief sought in this Motion is necessary to address the enormous number of Structured Securities Claims that have been filed.

17. The Debtors' motion seeking approval of the Proposed Disclosure Statement and solicitation and voting procedures is scheduled to be heard by the Court on August 30, 2011 [Docket No. 18126]. If the Proposed Disclosure Statement and solicitation and voting procedures are approved by the Court, the Debtors intend to commence solicitation of votes to accept or reject the Plan shortly thereafter. Approval of the Structured Securities Claims Determination Procedures (as defined below) will enable the Debtors to determine the allowed amount of a significant number of the Structured Securities Claims for the purposes of voting and distributions under the Plan prior to the voting deadline, resulting in holders of such Claims voting in the proper amounts. In addition, many of the Structured Securities that are filed in unliquidated amounts would be liquidated, helping crystallize the overall claims pool.

⁴ This amount includes claims included in these proofs of claims on grounds other than ownership of Structured Securities.

18. Certain of the Structured Securities Claims include claims based on grounds other than Structured Securities. The Motion is only seeking to establish procedures for the determination of the allowed claim amount for the portions of the Structured Securities Claims that are based on Structured Securities. The Motion does not have any effect on the portions of the Structured Securities Claims that are based on claims other than Structured Securities.

**The Procedures For Determining
Allowed Amount of Structured Securities Claims**

19. The Debtors anticipate that a large number of Structured Securities Claims can be reconciled and the allowed claim amounts consensually determined pursuant to the procedures set forth in this motion. This Motion will describe the allocation of the maximum amounts owed on each Structured Security to the various entities that hold varying portions of such security. The Debtors intend to propose allowed claim amounts to each holder of a Structured Securities Claim for the purposes of voting and distributions under the Plan. The first step in the determination of the amount for each Structured Securities Claim is to calculate the value of the underlying Structured Security itself. The Debtors have published two iterations of their proposed methodologies for valuing Structured Securities. First, the Debtors published proposed methodologies for valuing the LBT Notes on www.lehman-docket.com on October 29, 2010, and filed such methodologies with the Securities and Exchange Commission on an 8-K. Following subsequent conversations with various groups of noteholders and the advisors to the Creditors' Committee, the Debtors modified such methodologies and published such modified methodologies as Exhibit 11 to the Proposed Disclosure Statement. The Debtors also posted the modified methodologies on www.lehman-docket.com on January 25, 2011 (as such methodologies may be amended from time to time prior to the record date for voting on the Plan,

the “Structured Securities Valuation Methodologies”). As will be described below, a further update to such methodologies concerning the date to be used for purposes of foreign exchange conversion was made prior to the filing of the Plan. The Structured Securities Valuation Methodologies are annexed hereto as Exhibit B. Each time the Debtors published a version of the methodologies, the Debtors also calculated the Maximum Allowable Amount for each Structured Security in accordance with such methodologies (the “Maximum Allowable Amount”) and published a list of such amounts on www.lehman-docket.com.

20. The methodologies used to determine the Maximum Allowable Amount are similar to those employed by Lehman prior to the Commencement Date to calculate and record its liabilities for Structured Securities on its books and records. Certain adjustments were made taking into account the provisions of section 502(b) of the Bankruptcy Code and other provisions and case law regarding the allowance of claims against a debtor. In addition, the methodologies were adjusted to reflect negotiated resolutions of divergent opinions among the Debtors, the Creditors’ Committee, and certain significant holders of Structured Securities Claims, several of whom have entered into agreements to support the Plan (each, a “Plan Support Agreement”) based in part upon its incorporation of the Structured Securities Valuation Methodologies.

21. As a result of further discussions among these parties, the Debtors have agreed that the foreign exchange rates used to calculate the Maximum Allowable Amount of each Structured Security will be adjusted to reflect the prevailing rates as of the Petition Date. Accordingly, the Debtors intend to publish a revised list of the Maximum Allowable Amount for each Structured Security reflecting such adjustments on or before August 15, 2011.

22. Typically, each Structured Security is held by multiple holders and divided in varying amounts and proportions. The Debtors are working to allocate the Maximum Allowable Amounts for the Structured Securities to the holders of claims filed based on the Structured Securities in proportion to each Claimant's ratable interest in a particular Structured Security.

23. Examples of the calculation of a proposed allowed claim amount calculated in accordance with the procedures described above (the "Proposed Allowed Claim Amount") for three different claims are included on Exhibit C annexed hereto. The Debtors propose to calculate the allowed claim amounts for Structured Securities Claims substantially in the manner set forth on Exhibit C. The Debtors are not seeking approval of the methodologies utilized to calculate the Proposed Allowed Claim Amounts in this Motion.

24. 24. To the extent that they may do so without violating with the terms of any Plan Support Agreement, if the Structured Securities Claims Determination Procedures (defined below) are not approved, the Debtors reserve the right to object to the amount of any Structured Securities Claim and assert that the allowed amount may be different than the applicable Proposed Allowed Claim Amount.

Notice and Objection Procedures

25. The procedures proposed in this Motion are not intended to affect or modify the rights of any holder of a Structured Securities Claim to dispute or challenge the Debtors' Proposed Allowed Claim Amount or to defend their previously asserted claim amount. The procedures are intended only to provide for an orderly process whereby the Debtors and the claimants can seek to resolve any disagreements regarding the claim amounts. To the extent the Debtors and any claimant are unable to agree on the claim amount following compliance with the procedures set forth herein, the Court will be the ultimate arbiter of such disputes. The

Debtors propose the following procedures (the “Structured Securities Claim Determination Procedures”) for (i) providing notice to each holder of a Structured Securities Claim (each, a “Claimant”) of their Proposed Allowed Claim Amount, (ii) Claimants to respond to the Proposed Allowed Claim Amount and (iii) the resolution of responses to the Proposed Allowed Claim Amount:

- (a) Notice of Proposed Allowed Claim Amount: On or prior to August 15, 2011, the Debtors will publish on www.lehman-docket.com a list of each Structured Security Claim and the corresponding Proposed Allowed Claim Amount calculated using the Structured Securities Valuation Methodology.⁵ In addition, on or prior to August 24, 2011, the Debtors shall send to each holder of a Structured Securities Claim included on the official claims register (“Claims Register”) on August 1, 2011 (the “Record Date”) a notice substantially in the form annexed hereto as Exhibit D (the “Notice of Proposed Allowed Claim Amount”) by overnight mail delivery, fax or email (where available) to each Claimant (and any known attorneys for such Claimant that have appeared in these cases) at the address set forth on the Proof of Claim or relevant claim transfer notice, as applicable.
- (b) Claimant’s Response to Proposed Allowed Claim Amount: If any holder of a Structured Securities Claim disputes the Proposed Allowed Claim Amount, then such holder must deliver a written response (a “Response”), so that such Response is actually received no later than 60 days after the delivery of the Notice of Proposed Allowed Claim Amount (the “Response Deadline”) to LBHI at 1271 Avenue of the Americas, New York, NY 10020 (Attn: Holly Clack and Tina Pederson), with a copy to Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York, 10153 (Attn: Alfredo R. Perez, Esq. and Mark Bernstein, Esq.); *provided* that the Debtors may in their reasonable discretion extend such Response Deadline with respect to any Structured Securities Claims. Any such Response must specify the grounds for such dispute.
- (c) Claim Allowance. To the extent that any Claimant does not timely deliver a Response as set forth above on or prior to the Response Deadline, (1) such Claimant will be deemed to have consented to the Proposed Allowed Claim Amount for the portion of their claim based on Structured

⁵ To the extent the Debtors are unable to complete the calculations for, or obtain the approval of the Creditors’ Committee for the valuations of, one or more Structured Securities Claims prior to August 15, 2011, the Debtors will identify such Structured Securities Claims and indicate that the Proposed Allowed Claim Amount has not yet been determined. Additionally, the Debtors reserve the right to object to any such claims for voting purposes prior to the deadline to object to claims for voting purposes.

Securities for purposes of voting and distributions under the Plan and (2) Epiq Bankruptcy Solutions, LLC, as the Court-appointed claims agent (the “Claims Agent”) shall be authorized to modify the Claims Register to reflect the Proposed Allowed Claim Amount and to reflect that for the portion of their claim based on Structured Securities such claim is deemed allowed in such amount for the purposes of voting and distributions under the Plan.

- (d) If the Maximum Allowable Amount or Proposed Allowed Claim Amount is modified as a result of negotiations or discussions with a claimant, or otherwise, the Proposed Allowed Claim Amount for each other holder of a Structured Security with the same International Securities Identification Number will be adjusted accordingly.
- (e) Claims ADR. If the Debtors and a Claimant are unable to consensually resolve any timely delivered Response, this Motion shall be deemed to be an objection to such claim and the claim shall be deemed to be a “Contested Claim” as such term is defined in the *Order Pursuant to Section 105 of the Bankruptcy Code, Bankruptcy Rule 9014, and General Order M-390 Authorizing the Debtors to Implement Claims Hearing Procedures and Alternative Dispute Resolution Procedures For Claims Against Debtors* [Docket No. 8474] (the “Claims ADR Order”). The Debtors may commence the ADR Procedures or schedule a Merits Hearing (as such terms are defined in the Claims ADR Order) in accordance with the provisions of the Claims ADR Order. The Debtors will provide claimants with notice of a scheduled Merits Hearing at least 30 days prior to such hearing. Claimants will be entitled to file a response at least 7 days prior to such scheduled Merits Hearing.

26. The Structured Securities Valuation Methodologies and Proposed Allowed Claim Amounts calculated in accordance therewith are part of a proposed compromise and resolution of various issues relating to the Structured Securities Claims. The Structured Securities Claims are only being allowed pursuant to this Motion for the purposes of voting and distributions under the Debtors’ Plan. To the extent the Plan is not confirmed, the Debtors reserve the right to object to the Structured Securities Claims on all grounds and not to give effect to the Proposed Claim Amounts.

27. To date, the Debtors have not completed their review of all of the Structured Securities Claims. The Debtors reserve the right to object to the Structured Securities

Claims at any time, including, after such claims have been allowed for the purposes of voting and distributions under the Plan, on the grounds that such claims do not include a blocking number or include an invalid blocking number, are duplicative of other claims, have been amended and superseded, or otherwise do not comply with the provisions of the Bar Date Order. In addition, the Debtors reserve the right to modify the Maximum Allowable Amount of each Structured Security or Proposed Allowed Claim Amounts in order to correct any manifest errors (including inconsistent application of these principles) in the application of the Structured Securities Valuation Methodologies.

**The Approval of The Procedures for The
Determination of the Allowed Amount of Structured Securities
Claims Is in The Best Interests of the Debtors, and their Estates and Creditors**

28. Section 105(a) of the Bankruptcy Code provides, in pertinent part, that a bankruptcy court may “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions [of the Bankruptcy Code].” 11 U.S.C. § 105(a). Under section 105(a) of the Bankruptcy Code, the Court has expansive equitable power to fashion any order or decree that is in the interest of preserving or protecting the value of a debtor’s assets. *See, e.g., Chinichian v. Campolongo (In re Chinichian)*, 784 F.2d 1440, 1443 (9th Cir. 1986) (“Section 105 sets out the power of the bankruptcy court to fashion orders as necessary pursuant to the purposes of the Bankruptcy Code.”) (citations omitted); *Comm. of Equity Sec. Holders v. Lionel Corp. (In re Lionel Corp.)*, 722 F.2d 1063, 1069 (2d Cir. 1983) (“[A] bankruptcy judge must have substantial freedom to tailor his orders to meet differing circumstances.”). The substantial number of Structures Securities Claims necessitates procedures to enable the Debtors to administer the claims without incurring the considerable time and expense to the Debtors, the claimants and the Court. The Court has the power to approve such procedures in connection with the administration of the Debtors’ cases.

29. This Court has previously recognized the extraordinary nature of the Debtors' chapter 11 cases and the need for omnibus procedures to enable the Debtors to administer their estates without having to seek Court approval for each and every action.⁶ The other orders providing the Debtors omnibus authority to take certain actions have been effective in saving the Debtors time and resources, thereby preserving value for the estates.

30. The reconciliation of the Structured Securities Claims is a monumental task. The Structured Securities Claim Determination Procedures are intended to enable the Debtors and the Claimants to agree on the claim amounts for the purposes of voting and distributions under the Plan without having to participate in expensive and protracted litigation. Absent such procedures, the Debtors would be forced to file more than 40 separate omnibus claim objections to the Structured Securities Claims and seek to resolve the claims before the Court or through established alternative dispute resolution procedures. Due to the complex

⁶ See *Order Pursuant to Sections 105 and 365 of the Bankruptcy Code to Establish Procedures for the Settlement or Assumption and Assignment of Prepetition Derivative Contracts* (and all supplements thereto) [Docket Nos. 2257, 2557, 5292, 5544 and 13932]; *Order Approving Consensual Assumption and Assignment of Derivative Contracts* [Docket No. 2667]; *Order Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rule 9019(b) Authorizing the Establishment of Procedures to Terminate Unfunded Commitments and Restructure Corporate Loan Agreements* [Docket No. 3753]; *Order Granting Debtors Motion Pursuant to Sections 105, 363, and 554(a) of the Bankruptcy Code for Authority to Establish Procedures to Sell or Abandon De Minimis Assets* [Docket No. 4021]; *Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019(b) Authorizing the Establishment of Procedures for the Debtors to Compromise and Settle Claims in Respect of the Origination or Purchase of Residential Mortgage Loans* [Docket No. 4706]; *Order Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rule 9019(b) Authorizing the Establishment of Procedures for the Debtors to Compromise Claims of the Debtors in Respect of Real Estate Loans* [Docket No. 5187]; *Alternative Dispute Resolution Procedures Order for Affirmative Claims Under Derivatives Contracts* [Docket No. 5207]; *Order Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code and Rule 9019 of the Federal Rules of Bankruptcy Procedure Establishing Procedures for the Debtors to Transfer Their Interests in Respect of Residential and Commercial Loans Subject to Foreclosure to Wholly-Owned Non-Debtor Subsidiaries*, [Docket No. 5272]; *Order Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rule 9019(a) for the Establishment of Procedures to (i) Restructure, (ii) Make New or Additional Debt or Equity Investments in, and/or (iii) Enter Into Settlements and Compromises in Connection with Existing Real Estate Investments* [Docket No. 5912]; *Order Pursuant to Sections 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019(b) Authorizing the Establishment of Procedures for the Debtors to Compromise and Settle Prepetition Claims Asserted by the Debtors Against Third Parties* [Docket No. 6656]; *Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 3007 and 9019(b) Approving Settlement Procedures* [Docket No. 7936]; and *Order Pursuant to Section 105 of the Bankruptcy Code, Bankruptcy Rule 9014, and General order M-390 Authorizing the Debtors to Implement Claims Hearing Procedures and Alternative Dispute Resolution Procedures for Claims Against Debtors* [Docket No. 8474].

nature of the Structured Securities, litigation regarding the allowed claim amounts would be particularly difficult and costly. Moreover, such litigation could possibly take years to conclude, delaying distributions to creditors.

31. The Debtors are not seeking to impose any claim amounts or the methodologies upon the Claimants. In the event the Structured Securities Claim Determination Procedures do not facilitate a consensual resolution, all rights of the Claimants are preserved and the Court would be the ultimate arbiter of any disputes. The Structured Securities Claim Determination Procedures merely provide a process for the Debtors to propose methodologies to all holders of Structured Securities Claims for the valuation of such securities and the allowed amounts of such claims in a uniform fashion. The procedures describe the means by which the Debtors will allocate the amount owed under each Structured Securities among the various holders of such securities. Implementation of the Structured Securities Claim Determination Procedures will greatly benefit the Debtors estates by reducing the time and costs spent reconciling such claims.

32. Allowing the Debtors to settle the Structured Securities Claims without further Court approval is an appropriate use of the Court's power under Bankruptcy Rule 9019(b). Bankruptcy Rule 9019(b) permits a court, after a hearing on such notice as the court may direct, to "fix a class or classes of controversies and authorize the trustee to compromise or settle controversies within such class or classes without further hearing or notice." Fed. R. Bankr. P. 9019(b).

33. Rule 9019 empowers bankruptcy courts to approve settlements "if they are in the best interests of the estate." *Vaughn v. Drexel Burnham Lambert Group, Inc. (In re Drexel Burnham Lambert Group, Inc.)*, 134 B.R. 499, 505 (Bankr. S.D.N.Y. 1991); *see Fisher v.*

Pereira (In re 47-49 Charles St., Inc.), 209 B.R. 618, 620 (S.D.N.Y. 1997); *In re Ionosphere Clubs, Inc.*, 156 B.R. 414, 426 (S.D.N.Y. 1993), *aff'd*, 17 F.3d 600 (2d Cir. 1994). The settlement need not result in the best possible outcome for the debtor, but must not “fall beneath the lowest point in the range of reasonableness.” *Drexel Burnham Lambert Group*, 134 B.R. at 505; *see also Cosoff v. Rodman (In re W.T. Grant Co.)*, 699 F.2d 599, 608 (2d Cir. 1983); *In re Spielfogel*, 211 B.R. 133, 144 (Bankr. E.D.N.Y. 1997).

34. The Debtors will exercise their reasonable business judgment in calculating the Proposed Allowed Claim Amounts and will be guided by the factors relevant to a determination of the reasonableness of such proposed settlements, including:

- (a) the probability of success in the litigation;
- (b) the complexity, expense and likely duration of the litigation;
- (c) all other factors relevant to making a full and fair assessment of the wisdom of the proposed compromise; and
- (d) whether the proposed compromise is fair and equitable to the Debtors, their creditors and other interested parties.

Protective Comm. for Indep. Stockholders of TMT Trailer Ferry, Inc. v. Anderson, 390 U.S. 414, 424 (1968). Basic to the process of evaluating proposed settlements is “the need to compare the terms of the compromise with the likely rewards of litigation.” *Id.* at 425.

35. The Debtors believe, in their reasonable business judgment, that the Structured Securities Claim Determination Procedures constitute a fair and cost-effective method for resolving outstanding Structured Securities Claims and avoid the expenses and risk inherent in litigating such claims. The Debtors have determined that the valuation methodologies are a reasonable approach for the determination of the Proposed Allowed Claim Amounts and the Proposed Allowed Claim Amounts are fair. Given the number of the Structured Securities Claims, the Structured Securities Claim Determination Procedures will spare the Debtors’ estates

the unnecessary administrative expense incurred if the Debtors were required to object to and litigate each of the Structured Securities Claims. The Debtors submit that the Structured Securities Claim Determination Procedures for determining the Proposed Allowed Claim Amounts meet the standards of section 9019 of the Bankruptcy Code and are in the best interest of the Debtors, their creditors and all parties in interest.

36. To the extent that the Debtors and any Claimant are unable to agree on the allowed amount of a Structured Securities Claim, this motion shall be deemed an objection to such claim, and “the court, after notice and a hearing, shall determine the amount of such claim in lawful currency of the United States as of the date of the filing of the petition, and shall allow such claim in such amount.” 11 U.S.C. § 502(b). A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. See *In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009); *In re Adelphia Commc’ns Corp.*, Ch. 11 Case No. 02-41729 (REG), 2007 Bankr. LEXIS 660 at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000). Deeming this motion an objection to any unresolved Structured Securities Claim will enable the Debtors to utilize the procedures set forth in the Claims ADR Order previously entered by this Court, without the Debtors having to incur the expense of preparing a separate objection to such claims.

Notice

37. The Debtors have served notice of this Motion in accordance on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2011 governing case management and administrative procedures for these cases [Docket No. 9635]. The Debtors submit that no other or further notice need be provided.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as is just.

Dated: June 29, 2011
Houston, Texas

/s/ Alfredo R. Pérez
Alfredo R. Pérez

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700 Louisiana, Suite 1600
Houston, TX 77002
Telephone: (713) 546-5040
Facsimile: (713) 224-9511

Attorneys for Debtors
and Debtors in Possession

Exhibit A

Structured Securities Claims

Included on this Exhibit A is a list of claim numbers, listed in numerical order, that were assigned by Epiq Bankruptcy Solutions, LLC, the court-appointed claims agent, to proofs of claim filed against LBHI. The claims listed on this Exhibit A are the Structured Securities Claims that are subject to this Motion. ALL PARTIES RECEIVING THIS MOTION SHOULD REVIEW THE BELOW LIST TO DETERMINE WHETHER THIS MOTION AFFECTS THEIR CLAIMS AGAINST THE DEBTORS.

369	2754	2802	3495	5005	8041	9543	10052	10575	11097
382	2760	2803	3496	5010	8043	9550	10053	10589	11100
385	2761	2804	3497	5011	8242	9598	10054	10612	11101
503	2762	2805	3498	5049	8315	9614	10055	10693	11102
583	2763	2806	3499	5062	8319	9624	10056	10699	11169
795	2764	2807	3500	5161	8357	9643	10057	10707	11170
799	2766	2808	3501	5348	8478	9693	10081	10754	11171
835	2767	2809	3502	5443	8606	9694	10090	10762	11173
1168	2768	2810	3503	5644	8613	9731	10106	10765	11178
1194	2769	2811	3504	5712	8810	9755	10108	10768	11179
1214	2770	2812	3505	5859	8844	9790	10207	10776	11181
1233	2771	2813	3506	6162	8927	9794	10208	10783	11184
1443	2772	2814	3507	6199	8928	9795	10290	10801	11187
1447	2773	2815	3508	6213	8949	9796	10291	10805	11190
1566	2774	2816	3559	6214	8965	9841	10298	10806	11191
1638	2778	2817	3590	6502	9059	9848	10299	10807	11192
1702	2779	2818	3746	6571	9066	9925	10302	10827	11193
1703	2780	2820	3749	6685	9076	9932	10303	10837	11196
1744	2781	2821	3809	6910	9077	9945	10317	10841	11197
1766	2785	2822	3810	6912	9111	9955	10318	10853	11198
1788	2786	2823	3996	6954	9114	9956	10329	10857	11199
1865	2787	2824	4002	6986	9115	9958	10336	10858	11200
2037	2788	2825	4276	7074	9129	9977	10337	10864	11201
2040	2789	2826	4313	7075	9133	9978	10362	10892	11202
2067	2790	2827	4364	7323	9195	9996	10426	10893	11203
2123	2791	2828	4373	7399	9279	9998	10439	10899	11207
2137	2792	2829	4439	7563	9308	10002	10448	10901	11209
2144	2793	2830	4612	7664	9310	10015	10453	10902	11210
2152	2794	2849	4613	7808	9311	10034	10454	10903	11211
2228	2795	2880	4619	7809	9411	10037	10455	10912	11212
2457	2797	2881	4703	7857	9431	10038	10464	10913	11213
2499	2798	3018	4896	7877	9491	10039	10532	10924	11224
2515	2799	3492	4972	8000	9498	10040	10533	10931	11225
2516	2800	3493	4983	8024	9532	10042	10558	11036	11226
2699	2801	3494	5004	8040	9538	10051	10569	11041	11232

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11236	12158	12427	13602	14405	15576	17581	18687	21806	23918
11237	12185	12428	13603	14421	15689	17582	18779	21846	23923
11240	12202	12440	13605	14669	15716	17583	18912	21847	23926
11242	12214	12441	13608	14744	15721	17590	18916	21848	24076
11243	12215	12442	13609	14745	15727	17591	19201	21903	24126
11248	12216	12443	13610	14854	15756	17592	19202	21904	24129
11257	12221	12444	13611	14858	15759	17790	19320	21912	24130
11273	12241	12448	13615	15067	15849	17805	19323	21924	24237
11274	12246	12458	13619	15068	15957	17828	19325	22061	24282
11279	12254	12459	13621	15103	16042	17829	19329	22062	24283
11298	12255	12460	13623	15135	16079	17833	19367	22070	24343
11377	12277	12551	13624	15138	16085	17834	19376	22071	24417
11379	12278	12560	13628	15139	16092	17838	19377	22072	24449
11380	12280	12563	13631	15143	16113	17840	19378	22075	24450
11435	12281	12736	13632	15146	16114	17841	19381	22076	24454
11436	12282	12737	13634	15154	16115	17842	19384	22164	24455
11443	12283	12753	13635	15170	16116	17844	19385	22271	24457
11456	12284	12822	13637	15182	16117	17859	19388	22276	24459
11457	12285	12823	13638	15184	16118	17865	19428	22303	24464
11458	12286	12824	13642	15198	16119	18098	19441	22316	24465
11459	12287	12825	13818	15200	16120	18113	19541	22368	24497
11492	12288	12826	13895	15201	16176	18147	19559	22477	24508
11517	12290	12827	13911	15206	16237	18148	19599	22478	24510
11524	12291	12971	13954	15214	16248	18179	19600	22598	24513
11525	12307	12977	13955	15215	16254	18182	19608	22599	24607
11526	12320	12984	13958	15225	16264	18192	19609	22631	24629
11545	12323	12985	13961	15243	16298	18210	19610	22632	24686
11581	12325	12986	13983	15245	16331	18270	19631	22633	24699
11582	12336	12989	13984	15246	16332	18271	19632	22634	24700
11586	12341	13024	13985	15247	16334	18273	19633	22698	24701
11587	12345	13098	13987	15256	16474	18276	19634	22779	24709
11589	12346	13114	13988	15288	16515	18284	19640	22878	24728
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12053	12381	13368	13997	15420	17396	18619	20311	23611	24911
12054	12395	13382	14024	15422	17398	18620	20341	23624	24914
12057	12396	13383	14194	15425	17399	18629	20800	23843	24960
12058	12397	13389	14268	15430	17400	18630	21581	23872	24970
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24990	25517	28972	29017	29137	29182	30172	30217	30262	30307
24991	25518	28973	29018	29138	29183	30173	30218	30263	30308
24995	25521	28974	29019	29139	29184	30174	30219	30264	30309
24996	25523	28975	29020	29140	29185	30175	30220	30265	30310
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25276	26564	28991	29036	29156	30146	30191	30236	30281	30326
25282	27146	28992	29037	29157	30147	30192	30237	30282	30327
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25286	27188	28995	29040	29160	30150	30195	30240	30285	30330
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25389	27939	29000	29045	29165	30155	30200	30245	30290	30335
25392	27940	29001	29077	29166	30156	30201	30246	30291	30336
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25467	28967	29012	29132	29177	30167	30212	30257	30302	30467
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30507	30800	31636	32040	34578	34826	35032	35131	35219	35301
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30514	31127	31835	32184	34642	34854	35041	35138	35230	35316
30515	31135	31836	32185	34646	34862	35044	35140	35231	35318
30516	31145	31837	32186	34657	34868	35046	35142	35233	35319
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30627	31237	31842	32528	34663	34891	35058	35153	35244	35331
30641	31238	31843	32551	34664	34894	35068	35155	35251	35337
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35367	35464	35557	35646	35691	35736	35874	35969	36043	36108
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35369	35466	35559	35648	35693	35738	35890	35973	36045	36111
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35372	35470	35564	35651	35696	35817	35893	35990	36049	36116
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35377	35478	35572	35656	35701	35822	35899	35997	36055	36123
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35410	35499	35612	35668	35713	35834	35919	36015	36072	36142
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36151	36244	36331	36400	36475	36572	36626	36700	36786	36878
36152	36245	36332	36401	36476	36573	36627	36701	36798	36879
36153	36259	36333	36405	36478	36574	36629	36702	36801	36880
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36165	36277	36346	36422	36493	36581	36656	36708	36826	36886
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36177	36279	36350	36426	36496	36584	36658	36710	36828	36888
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64583	64900	65205	65426	65597	66063	66597	67053	67258	67469
64586	64901	65242	65427	65606	66088	66608	67054	67260	67470
64589	64902	65258	65428	65610	66090	66693	67055	67261	67474
64595	64903	65266	65429	65611	66100	66755	67056	67262	67475
64596	64904	65272	65430	65623	66106	66756	67057	67263	67476
64597	64905	65280	65431	65624	66112	66757	67058	67264	67477
64598	64906	65284	65432	65625	66136	66758	67059	67265	67478
64599	64907	65291	65433	65626	66137	66759	67060	67267	67479

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Exhibit B

Structured Securities Valuation Methodologies

1. Categorization

In connection with evaluating the Structured Securities Claims, LBHI reviewed approximately 5,000 securities issuances. Based on the terms and characteristics of each of the Structured Securities, LBHI separated the Structured Securities into the three categories described below.

a. Par Par Notes

“Par Par Notes” are either (A) notes for which the terms of the contract provide for either (i) redemption at par at maturity (whether or not described as being “principal protected”) and that pay non-contingent periodic interest or (ii) redemption at par, no payments of interest and do not reflect any accrual yield; or (B) FMV Notes (as defined below) that are described as at least 90% principal protected. Notes that redeem at par may indicate so on their face or may indicate a redemption at par by a formula which calculates to a minimum of par. If there are any factors that may result in a holder of a note receiving less than par for a note upon maturity, the note is not classified as a Par Par Note. This analysis is made without any regard to the probability of redemption in an amount less than par.

b. Zero Coupon Notes

“Zero Coupon Notes” are notes that do not bear interest and were issued at a significant discount to their face amount (and such discount was not solely attributable to distribution fees paid to dealers). These notes specify an accrual yield in their terms and do not pay interest pursuant to their terms.

c. Fair Market Value Notes

Fair Market Value Notes (“FMV Notes”) are notes that cannot be included in either of the categories set forth in the two preceding paragraphs. Certain of the FMV Notes provide that a portion (less than 90%) of the final redemption amount is “protected” but interest is fully contingent, while others provide that the final redemption amount is fully contingent. In classifying the FMV Notes, no consideration has been given to probabilities of contingencies occurring. The mere fact that the note is linked to the performance of an Underlying is enough to classify the instrument as a FMV Note. FMV Notes include, without limitation, (a) notes that redeem at par but pay contingent interest, (b) notes that are not redeemable at par and pay simple interest, (c) notes that are not redeemable at par and pay contingent interest and (d) notes that are not redeemable at par and pay no interest at all or pay simple interest for a time converting to contingent interest. The examples above are not intended to be an exhaustive list of the types of notes that are categorized as FMV Notes.

2. Lehman's Accounting Treatment of Structured Securities Prior to the Commencement Date

The Structured Securities Valuation Methodology takes into account Lehman's firm-wide accounting treatment of Structured Securities prior to the Commencement Date and applies the overlay of the Bankruptcy Code rules for determining the appropriate amount of Claims. Prior to the Commencement Date, Lehman's balance sheet included as a liability the Outstanding Notional Amount of Structured Securities, as adjusted to take into account (i) the fair value of such securities including the derivative portion (the "FV") and (ii) Lehman's credit risk; provided that with respect to the LBHI Structured Notes, after August 31, 2008, Lehman's balance sheet did not take into account Lehman's credit risk.

The fair value adjustment (the "FVA") is based on the value of Lehman's offsetting derivative hedge trade. In order to hedge exposure to the Structured Securities, certain of the Structured Securities Issuers entered into derivative contracts with other Lehman entities. The mark-to-market value of the derivative hedge was calculated as of the end of the day on September 12, 2008, based upon various Lehman internal derivative models in accordance with the methodology used on previous audited financials. Because interest continued to accrue over the weekend, the September 14, 2008 mark-to-market valuations represent mark-to-market valuations as of September 12, 2008 plus accrued interest on such valuations through the end of the day on September 14, 2008.

3. The Structured Securities Valuation Methodology

a. General Principles for Valuing Structured Securities Claims Based on Bankruptcy Code

The following general principles apply to the Structured Securities Methodology:

(i) A claim that arises from the Guarantee of an obligation is generally treated no differently under section 502 of the Bankruptcy Code than a direct claim arising from the same obligation would be treated under the Code.

(ii) Under section 502(b) of the Bankruptcy Code, the Bankruptcy Court must determine the amount of a claim as of the Commencement Date. Consequently, interest stops accruing (for Par Par Notes and FMV Notes that bear interest) and stops accreting (for Zero Coupon Notes) as of the Commencement Date.

(iii) Acceleration of the Structured Securities is not discussed herein because based on the information available there were no Structured Securities accelerated as of the Commencement Date. Any attempted acceleration after the Commencement Date is disregarded because a creditor may not accelerate debt post petition without first seeking relief from the automatic stay. *See, e.g., In re PCH Assocs.*, 122 B.R. 181, 198 (Bankr. S.D.N.Y. 1990) ("A post-filing acceleration of the Note[] would clearly have violated the automatic stay of section 362 of the Code and, therefore, would have been null and void."); *In re Texaco Inc.*, 73 B.R. 960, 967 (Bankr. S.D.N.Y. 1987) (holding that acceleration of the debt under the contract's terms was proscribed by the automatic stay); *In re Manville Forest*

Prods. Corp., 43 B.R. 293, 298 (Bankr. S.D.N.Y. 1984) (explaining that “tak[ing] overt steps to accelerate the debt without first seeking a modification of the stay ... would have violated the stay.”), *aff’d in part*, 60 B.R. 403 (S.D.N.Y. 1986). As a result, acceleration notices received by LBHI after the Commencement Date in violation of the automatic stay are void and have no effect on claims amounts. *See Eastern Refractories Co. Inc. v. Forty Eight Insulations Inc.*, 157 F.3d 169, 172 (2d Cir. 1998) (“any proceedings or actions [that violate the automatic stay] are void and without vitality if they occur after the automatic stay takes effect.”).

(iv) A credit value adjustment (“CVA”) using LBHI’s credit spread as of the Commencement Date is not included for the purpose of determining an Allowed Claim under section 502 of the Bankruptcy Code. Accordingly, LBHI’s method of determining Structured Securities Claims will add-back the reduction in the Structured Securities liabilities set forth on Lehman’s books and records that recognized the credit spread as of the Commencement Date (the “CVA Add-Back”). In addition, for the reasons set forth below, in determining Allowed Claims for Structured Securities the FVA should only apply to FMV Notes. Accordingly, for all categories of Structured Securities *except* FMV Notes, any discount taken on account of the FVA is added back (the “FVA Add-Back”).

b. Application of the General Principles to Structured Securities

(i) Par Par Notes

With respect to Par Par Notes, Allowed Claims will be equal to the sum of the principal amount *plus* any matured interest (whether or not such interest is contingent) as of the Commencement Date, regardless of principal protection. To the extent that interest is unmatured as of the Commencement Date, it is disallowed. The Allowed Claim amount includes a CVA Add-Back and an FVA Add-Back that adjusts the fair market value of the note to the original notional of the outstanding issue. Par Par Notes with greater than 100% principal protection are limited to the original notional of the outstanding issue.

(ii) Zero Coupon

With respect to Zero Coupon Notes, Allowed Claims will be equal to the sum of the issue price *plus* any accreted interest as of the Commencement Date. The Allowed Claim amount includes a CVA Add-Back and an FVA Add-Back calculated based on the difference between the fair market value and the original issuance yield to adjust the value of the note back to the original issuance yield.

(iii) FMV Notes

With respect to the FMV Notes, if a Claim is contingent or unliquidated, the Claim is estimated under section 502(c) of the Bankruptcy Code using “whatever method is best suited to the particular contingencies at issue.” *See Bittner v. Borne Chemical Co., Inc.*, 691 F.2d 134, 135 (3d Cir. 1982). The method of estimation must be (1) suited to the circumstances and (2) accommodate the underlying purposes of the Bankruptcy Code. *See id.* The point is to recognize what the creditor bargained for, while avoiding a windfall to any party.

The FMV Notes present unique circumstances and challenges due to the diversity and complexity of their structures, the number of issuers and consequent intercompany relationships they entail, and the numerosity and dispersion of investors. Estimating the value of a FMV Note by the replacement cost of the lost investment (*i.e.*, its fair market value) as of the Commencement Date achieves these objectives, is economically realistic, promotes certainty, and eases the administration of the estate, because it follows LBHI's pre-petition internal accounting methodology.

Prior to the Commencement Date, Lehman's fair market value determination inherently incorporated the concept of discounting expected cash flows back to the Commencement Date using a market rate plus LBHI's credit spread. For purposes of the Structured Securities Methodology, however, a CVA Add-Back (but no FVA Add-Back) is applied in order to eliminate the discount for LBHI's credit spread as of the Commencement Date. The fair value of the FMV Notes includes matured interest through the calculation date. Consequently, there is no separate add-back for matured interest.

Exhibit C

Examples of Calculations of Proposed Allowed Claim Amounts

A			B		C = A / B		D	E = C * D
ISIN	Valuation Category	Currency of Security	Notional Amount of ISIN per Clearing Systems For which Blocking Numbers Were Issued (in Currency of Issuance)	Nominal Value of ISIN per Lehman's books and records, as of September 14, 2008 (in Currency of Issuance)	Nominal Value of ISIN per Lehman's books and records, as of September 14, 2008 (in US Dollars)	% of Clearing System Notional Amount Outstanding to Lehman Notional Outstanding	Maximum Allowable Amount Calculated Pursuant to Valuation Methodologies	Adjusted Maximum Allowable Amount *
XS0359314225	Fair Market Value	SEK	486,000,000	490,000,000	71,509,953	99.2%	49,847,118	49,440,203
XS0307348234	Zero Coupon	EUR	114,390,000	114,390,000	159,257,990	100.0%	126,470,289	126,470,289

Step Two: Calculation of Proposed Allowed Amounts for Each ISIN and Blocking Number

E (from above)			F				G = E x F	
Claim #	ISIN	Adjusted Maximum Allowable Amount (Same as "E" above)	Blocking Numbers Issued For ISIN By Clearing Agencies**	Notional Amount of ISIN per Clearing Systems For which Blocking Numbers Were Issued, allocated by Blocking Number (in Currency of Issuance)	Claimant's Holdings as a % of the Notional Amount for Which Blocking Numbers Were Issued By Clearing Agencies	Does Proof of Claim Include a Valid Blocking Number Which Matches Blocking Number Issued by Clearing Agencies (Y/N)	Claim Amount, as Filed	Proposed Allowed Claim for Each Blocking Number and Each ISIN
1	XS0359314225	49,440,203	6031339	402,000,000	82.72%	Y	60,099,000.00	40,894,982.60
1	XS0359314225	49,440,203	6031332	60,000,000	12.35%	Y	8,970,000.00	6,103,728.75
2	XS0359314225	49,440,203	6045012	24,000,000	4.94%	Y	3,555,555.55	2,441,491.50
1	XS0307348234	126,470,289	CA66455	114,382,000	99.99%	Y	162,914,282.60	126,461,444.04
2	XS0307348234	126,470,289	CA18384	8,000	0.01%	Y	11,320.80	8,844.85

Step Three: Calculation of Proposed Allowed Claim Amounts For Each Proof of Claim

H (from above)				
Claim #	ISIN	Blocking Number	Claim Amount, as Filed	Proposed Allowed Claim Amount
1	XS0359314225	6031339	60,099,000.00	40,894,982.60
1	XS0359314225	6031332	8,970,000.00	6,103,728.75
1	XS0307348234	CA66455	162,914,282.60	126,461,444.04
173,460,155.39				Total for Claim 1
2	XS0359314225	6045012	3,555,555.55	2,441,491.50
2	XS0307348234	CA18384	11,320.80	8,844.85
2,450,336.35				Total for Claim 2

* The Adjusted Maximum Allowable Amount reflects adjustments to the Maximum Allowable Amount to take in to account the percentage of an ISIN for which blocking numbers were issued by the clearing agencies.

** Certain of the Structured Securities were not included on the list of "Lehman Programs Securities" created in connection with the Bar Date Order, and therefore claimants filing claims based on such securities were not required to obtain blocking numbers in connection with their claims. The calculations of the Proposed Allowed Claim Amounts for such claims will not include the steps relating to blocking numbers. Further, certain of the Structured Securities that are not "Lehman Programs Securities," do include an indenture trustee that filed a global claim on behalf of all holders.

Exhibit D

FORM OF NOTICE OF PROPOSED ALLOWED CLAIM AMOUNT

THIS IS A NOTICE REGARDING YOUR CLAIM(S). YOU MUST READ IT AND TAKE ACTION IF YOU DISAGREE WITH THE PROPOSED ALLOWED CLAIM AMOUNT.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
: **LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**
: **Debtors.** : **(Jointly Administered)**
-----X

Claim Information

[Claimant Name]

Claim #	Proposed Allowed Claim Amount

PLEASE TAKE NOTICE that, on [], 2011, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered the *Order Approving the Procedures for Determining the Allowed Amount of Claims Filed Based on Structured Securities Issued or Guaranteed by Lehman Brothers Holdings Inc.* [Docket No. []] (the “Order”) which provides for procedures for the determination of the allowed amount of the portion of the claim referenced above (the “Claim”) that is based on a structured security for purposes of voting and distributions under the debtors’ in the above-referenced case (the “Debtors”) ¹ proposed chapter 11 plan (the “Plan”).

Pursuant to the procedures approved in the Order, LBHI proposes that the allowed amount of the portion of the Claim that is based on a structured security shall be the amount set forth above under the heading “PROPOSED ALLOWED CLAIM AMOUNT.” The Debtors calculated the Proposed Allowed Claim Amount in accordance with the Structured Securities Valuation Methodologies, a copy of which is available for review on www.lehman-docket.com, and is also attached to the motion [Docket No. []] (the “Motion”) related to the Order. A detailed calculation of the Proposed Allowed Claim Amount in accordance with the Structured Securities Valuation Methodologies is included on Exhibit A annexed hereto. The Proposed

¹ A list of the Debtors, along with the last four digits of each Debtor’s federal tax identification number, is available on the Debtors’ website at <http://www.lehman-docket.com>.

Allowed Claim Amount does not have any affect on the portion of your claim that is not based on a structured security.

If you do NOT dispute or disagree with the Proposed Allowed Claim Amount for your Claim, then you do NOT need to file a written response and your claim will be allowed in such amount for the purposes of voting and distributions under the Plan.

If you DO dispute or disagree with the Proposed Allowed Claim Amount for your Claim, then you MUST deliver a written response (a “Response”) so that such Response is actually received no later than 4:00 p.m. [____], 2011 (the “Response Deadline”) by (i) Lehman Brothers Holdings Inc., 1271 Avenue of the Americas, New York, NY 10020 (Attn: Holly Clack and Tina Pederson) and (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Alfredo R. Perez, Esq. and Mark Bernstein, Esq.).

Your Response, if any, must contain at a minimum the following: (i) the name of the claimant; (ii) the claim number that is the subject of the Response; (iii) a concise statement setting forth the grounds for such Response; (iv) the address(es) to which LBHI must return any reply to your Response, if different from that presented in the proof of claim; and (v) the name, address, and telephone number of the person (which may be you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the claim on your behalf.

IF YOU DO NOT DELIVER A RESPONSE BY THE RESPONSE DEADLINE, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE PORTION OF YOUR CLAIM BASED ON A STRUCTURED SECURITY BEING ALLOWED FOR PURPOSES OF VOTING AND DISTRIBUTIONS UNDER THE PLAN IN THE PROPOSED ALLOWED CLAIM AMOUNT. THE MOTION DOES NOT HAVE ANY AFFECT ON THE PORTION OF YOUR CLAIM THAT IS NOT BASED ON A STRUCTURED SECURITY.

IF YOU SUBMIT A RESPONSE AND THE DEBTORS AND YOU ARE UNABLE TO RESOLVE ANY DISPUTES REGARDING THE PROPOSED ALLOWED CLAIM AMOUNT, THE MOTION WILL BE DEEMED AN OBJECTION TO YOUR CLAIM. THE DEBTORS MAY SEEK TO HAVE SUCH OBJECTION TO YOUR CLAIM RESOLVED EITHER BY THE COURT OR THROUGH THE COURT-APPROVED MEDIATION PROCEDURES.

CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE BANKRUPTCY COURT TO DISCUSS THE MERITS OF THEIR CLAIMS.

DATED: [____], 2011
New York, New York

Exhibit A

Calculation of Proposed Allowed Claim Amount

A	B	C	D	E	F	G
Structured Security, by ISIN	Blocking Number	Maximum Allowable Amount ¹	Percentage of Notional Amount for which Blocking Numbers were Issued by Clearing Agencies	Aggregate Amount Distributable to Claims Based on Relevant ISIN (Equals the Product of C x D)	Claimant's Percentage of Notional Amount for Which Blocking Numbers were Issued by Clearing Agencies	PROPOSED ALLOWED CLAIM AMOUNT (Equals the Product of E x F)
Aggregate Proposed Allowed Claim Amount:						
Claim Amount, as filed (portion based on Structured Security only):						

¹ Calculated in accordance with the Structured Securities Valuation Methodologies

Annex A

(The Proposed Order)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	:
	:
Debtors.	:
	:
	:
-----X	

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**ORDER PURSUANT TO SECTIONS 105(a) AND 502(b) OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 9019 APPROVING
PROCEDURES FOR THE DETERMINATION OF THE ALLOWED
AMOUNT OF CLAIMS FILED BASED ON STRUCTURED SECURITIES
ISSUED OR GUARANTEED BY LEHMAN BROTHERS HOLDINGS INC.**

Upon the motion, dated June 29, 2011 (the “Motion”), of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors-in-possession (collectively, the “Debtors” and, together with their non-debtor affiliates, “Lehman”) pursuant to sections 105(a) and 502(b) of the Bankruptcy Code and Bankruptcy Rule 9019, for approval of procedures determining the allowed amount of claims filed based on Structured Securities¹ issued or guaranteed by LBHI , all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the U.S. Trustee; (ii) the attorneys for the Creditors’

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; and (vi) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010 governing case management and administrative procedures for these cases [Docket No. 9635]; and a hearing (the “Hearing”) having been held to consider the relief requested in the Motion; and the Court having found and determined that the relief sought in the Motion is in the best interests of LBHI, its estate and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted to the extent set forth herein; and it is further

ORDERED that, pursuant to sections 105(a) and 502(b) of the Bankruptcy Code and Bankruptcy Rule 9019, the following procedures (the “Structured Securities Claim Determination Procedures”) are approved for the determination of the allowed amount of the portion of the Structured Securities Claims included on Exhibit 1 attached hereto (the “Structured Securities Claims”) that are based on Structured Securities for the purposes of voting and distributions under the Debtors’ Plan (as such may be amended, modified or supplemented) (the “Plan”):

- (a) Notice of Proposed Allowed Claim Amount: On or prior to August 15, 2011, the Debtors shall publish on www.lehman-docket.com a list of each Structured Security Claim and the corresponding the Proposed Allowed Claim Amount calculated using the Structured Securities Valuation Methodology.² In addition, on or prior to August 24, 2011, the Debtors

² To the extent the Debtors are unable to complete the calculations for, or obtain the approval of the Creditors’ Committee for the valuations of, one or more Structured Securities Claims prior to August 15, 2011, the Debtors will identify such Structured Securities Claims and indicate that the Proposed Allowed Claim Amount has not yet been determined. Additionally, the Debtors reserve the right to object to any such claims for voting purposes prior to the deadline established for objections to claims for voting purposes.

shall send to each holder of a Structured Securities Claim included on the official claims register (“Claims Register”) on August 1, 2011 a notice substantially in the form annexed as Exhibit D to the Motion (the “Notice of Proposed Allowed Claim Amount”) by overnight mail delivery, fax or email (where available) to each Claimant (and any known attorneys for such Claimant that have appeared in these cases) at the address set forth on the Proof of Claim or relevant claim transfer notice, as applicable.

- (b) Claimant’s Response to Proposed Allowed Claim Amount: If any holder of a Structured Securities Claim disputes the Proposed Allowed Claim Amount, then such holder must deliver a written response (a “Response”), so that such Response is actually received no later than 60 days after the delivery of the Notice of Proposed Allowed Claim Amount (the “Response Deadline”) to LBHI at 1271 Avenue of the Americas, New York, NY 10020 (Attn: Holly Clack and Tina Pederson), with a copy to Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York, 10153 (Attn: Alfredo R. Perez, Esq. and Mark Bernstein, Esq.); *provided* that the Debtors may in their reasonable discretion extend such Response Deadline with respect to any Structured Securities Claims. Any such Response must specify the grounds for such dispute.
- (c) Claim Allowance. To the extent that any Claimant does not timely deliver a Response as set forth above on or prior to the Response Deadline, (1) such Claimant will be deemed to have consented to the Proposed Allowed Claim Amount for the portion of their claim based on Structured Securities for purposes of voting and distributions under the Plan and (2) Epiq Bankruptcy Solutions, LLC, as the Court-appointed claims agent (the “Claims Agent”) shall be authorized to modify the Claims Register to reflect the Proposed Allowed Claim Amount and to reflect that for the portion of their claim based on Structured Securities such claim is deemed allowed in such amount for the purposes of voting and distributions under the Plan.
- (d) Claims ADR. If the Debtors and a Claimant are unable to consensually resolve any timely delivered Response, the Motion shall be deemed to be an objection to such claim and the claim shall be deemed to be a “Contested Claim” as such term is defined in the *Order Pursuant to Section 105 of the Bankruptcy Code, Bankruptcy Rule 9014, and General Order M-390 Authorizing the Debtors to Implement Claims Hearing Procedures and Alternative Dispute Resolution Procedures For Claims Against Debtors* [Docket No. 8474] (the “Claims ADR Order”), and the Debtors may commence the ADR Procedures or schedule a Merits Hearing (as such terms are defined in the Claims ADR Order) in accordance with the provisions of the Claims ADR Order.

and it is further

ORDERED that, pursuant to Bankruptcy Rule 9019, the compromise of the amounts of the portion of the Structured Securities Claims based on Structured Securities at the Proposed Allowed Claim Amounts, or such other amount agreed to between the Debtors and the applicable Claimant are approved; and it is further

ORDERED that, providing the Notice of Proposed Allowed Claim Amount to each Claimant (and any attorneys that have appeared in this case on behalf of such Claimants) at the address set forth on the Structured Securities Claims or at such other or additional address as Claimants have requested in writing is fair, reasonable and proper notice to the Claimants regarding the Debtor's request to allow the Structured Securities Claims for the purposes of voting and distribution under the Plan; and it is further

ORDERED that the Debtors are authorized to take any and all steps necessary and appropriate to implement the Structured Securities Claim Determination Procedures; and it is further

ORDERED that the Structured Securities Claim Determination Procedures do not affect or modify the rights of any holder of a Structured Securities Claim under the terms of the Structured Securities or their rights to dispute or challenge the Proposed Allowed Claim Amount or to defend the previously asserted claim amount; and it is further

ORDERED that, notwithstanding anything herein, the Debtors reserve the right to object to the Structured Securities Claims at any time, including, after such claims have been allowed for the purposes of voting and distributions under the Plan, on the grounds that such claims do not include a blocking number or include an invalid blocking number, are duplicative of other claims, have been amended and superseded, or otherwise do not comply with the provisions of the Bar Date Order; and it is further

ORDERED, that the Debtors reserve the right to modify the Maximum Allowable Amount of each Structured Security or Proposed Allowed Claim Amounts in order to correct any manifest errors (including inconsistent application of these principles) in the application of the Structured Securities Valuation Methodologies; and it is further

ORDERED, that nothing contained herein shall preclude any party in interest from using the Proposed Allowed Claim Amount or such other amount at which a Structured Securities Claim may be deemed allowed pursuant to the Structured Securities Claim Valuation Procedures as the allowed amount of a Structured Securities Claim for purposes of voting and distribution in connection with any alternative chapter 11 plan now pending before the Court or that may be subsequently filed in the Debtors' chapter 11 cases by any party in interest (it being understood that all parties reserve their rights with respect thereto); and it is further

ORDERED that within the (10) business days following the Response Deadline, the Debtors will file with the Court a notice identifying (i) each Structured Securities Claim and Structured Security, identified by the International Securities Identification Number, for which timely Responses were received by the Debtors and (ii) a list of Structured Securities Claims for which the Response Deadline has been extended; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order and the relief granted herein.

Dated: _____, 2011
New York, New York

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Structured Securities Claims

Included on this Exhibit 1 is a list of claim numbers, listed in numerical order, that were assigned by Epiq Bankruptcy Solutions, LLC, the court-appointed claims agent, to proofs of claim filed against LBHI. The claims listed on this Exhibit 1 are the Structured Securities Claims that are subject to this Order.

369	2760	2804	3498	5062	8357	9693	10090	10765	11179
382	2761	2805	3499	5161	8478	9694	10106	10768	11181
385	2762	2806	3500	5348	8606	9731	10108	10776	11184
503	2763	2807	3501	5443	8613	9755	10207	10783	11187
583	2764	2808	3502	5644	8810	9790	10208	10801	11190
795	2766	2809	3503	5712	8844	9794	10290	10805	11191
799	2767	2810	3504	5859	8927	9795	10291	10806	11192
835	2768	2811	3505	6162	8928	9796	10298	10807	11193
1168	2769	2812	3506	6199	8949	9841	10299	10827	11196
1194	2770	2813	3507	6213	8965	9848	10302	10837	11197
1214	2771	2814	3508	6214	9059	9925	10303	10841	11198
1233	2772	2815	3559	6502	9066	9932	10317	10853	11199
1443	2773	2816	3590	6571	9076	9945	10318	10857	11200
1447	2774	2817	3746	6685	9077	9955	10329	10858	11201
1566	2778	2818	3749	6910	9111	9956	10336	10864	11202
1638	2779	2820	3809	6912	9114	9958	10337	10892	11203
1702	2780	2821	3810	6954	9115	9977	10362	10893	11207
1703	2781	2822	3996	6986	9129	9978	10426	10899	11209
1744	2785	2823	4002	7074	9133	9996	10439	10901	11210
1766	2786	2824	4276	7075	9195	9998	10448	10902	11211
1788	2787	2825	4313	7323	9279	10002	10453	10903	11212
1865	2788	2826	4364	7399	9308	10015	10454	10912	11213
2037	2789	2827	4373	7563	9310	10034	10455	10913	11224
2040	2790	2828	4439	7664	9311	10037	10464	10924	11225
2067	2791	2829	4612	7808	9411	10038	10532	10931	11226
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